

ITEL
CORPORATION
TRANSPORTATION SERVICES GROUP

September 18, 1978

Hon. H. G. Homme
Acting Secretary
Interstate Commerce Commission
Washington, D. C. 20423

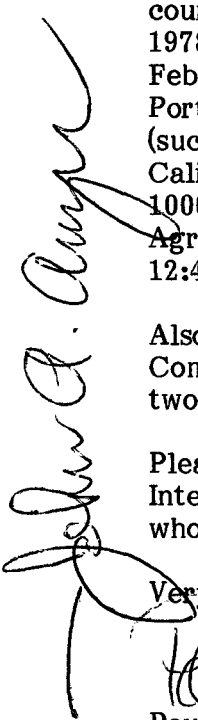
Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are six counterparts of Amendment D (dated March 1, 1978), Amendment E (dated March 1, 1978) and Equipment Schedules 3, 4 and 5 to that certain Lease Agreement dated February 22, 1977 between Port Huron & Detroit Railroad Company, P. O. Box 266, Port Huron, Michigan, 48060, and Itel Corporation, acting through its Rail Division (successor in interest to SSI Rail Corp.), Two Embarcadero Center, San Francisco, California, 94111. These documents concern the cars numbered: PHD 3000-3199, 1000-1099, 2000-2199, 3000-3199, 4000-4024, and 5000-5039. The foregoing Lease Agreement was filed with the Interstate Commerce Commission on April 27, 1977 at 12:45 p.m. and assigned recordation number 8799.

Also enclosed is this company's check in the sum of \$1250.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing two amendments and the three equipment schedules.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to David Schwartz, Esq., of Sullivan and Worcester, who will be delivering this letter on our behalf.

Very truly yours,


Paul M. Willard
Counsel

:md
Enc.

RECORDATION NO. 8799-1
FILED & RECORDED

SEP 21 1978 12 00 PM

INTERSTATE COMMERCE COMMISSION

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FEE OPERATION BR.

SEP 21 1978
Date
Fee \$ 1250.00
ICC Washington, D. C.

EQUIPMENT SCHEDULE NO. 3

SEP 9 1978

Itel Corporation, Rail Division, successor in interest to SSI Rail Corp., ("SSI") hereby leases the following boxcars to Port Huron & Detroit Railroad Company ("Lessee") subject to the terms and conditions of that certain Lease Agreement ("the Agreement") dated as of February 22, 1977.

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A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions Inside		Height	Doors Width	No. of Cars
				Width				
XM	Box, Steel	PHD 3000- PHD 3199	50'6"	9'6"		11'2"	10'	200

With respect only to the Boxcars described on this Equipment Schedule No. 3, the following shall apply;

1. Lessee shall be entitled to claim the benefits of any available Investment Tax Credit for Federal income tax purposes in connection with the acquisition of the Boxcars bearing the identifying numbers PHD 3000-PHD 3199 set forth on this Equipment Schedule No. 3 to the Agreement. Such Boxcars shall be new equipment when delivered to Lessee hereunder and SSI agrees to execute such documents as may be required to permit Lessee to claim any Investment Tax Credits relating to such Boxcars.
2. Except as expressly modified herein, all the terms and provisions of the Agreement shall remain in full force and effect.

ITEL CORPORATION,
RAIL DIVISION

By: John M. CattauiTitle: PresidentDate: September 13, 1978

THE PORT HURON & DETROIT
RAILROAD COMPANY

By: George J. SappTitle: PresDate: 7/27/78